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Counsel for InPlay Technologies, Inc.,

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT NEW YORK

	:
In re:	: Chapter 11
	:
DELPHI CORPORATION, <u>et</u> <u>al</u>.,	: Case No.: 05-44481 (RDD)
	:
Debtors.	: Jointly Administered
	:

RESPONSE OF INPLAY TECHNOLOGIES, INC.
TO OBJECTION TO CLAIM 2558

InPlay Technologies, Inc. ("InPlay"), for its Response to the Objection of Claim

2558 states as follows:

1.   InPlay licenses proprietary technologies for various commercial and industrial

applications.

2.   The facts supporting claim 2588 are detailed in the Affidavit of Robert J.

Brilon, attached hereto as Exhibit A and incorporated herein. Claim 2558 represents the amount

of minimum royalty payments due and owing from Delphi pursuant to Section 3.2 of the License

Agreement.

3.   Claim 2558 is in the liquidated amount of $9 million and is not subject to

offset, reduction or abatement.

4.   Copies of any reply to with respect to Claim 2588 shall be delivered to :

31361139.DOC

InPlay Technologies, Inc
c/o Robert J.Brilon, President and CEO
234 South Extension Road
Mesa, Arizona 85201
bob@inplaytechnologies.com

with a copy to

Richard G. Smolev, Esq.
Kaye Scholer, LLP
425 Park Avenue
New York, New York 10022
rsmolev@kayescholer.com

5.   Subject to consent of the InPlay Board of Directors, Mr. Brilon has ultimate

authority to reconcile, settle or otherwise to resolve Claim 2588. Mr. Brilon's address is set forth

above. His telephone number is 480 586 3300.

Dated: New York, New York
       November 21, 2006

KAYE SCHOLER LLP

 /s/ Richard G. Smolev_
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